

RECORDATION NO. 25312 FILED

NOV 29 '04

12-46 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 29, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 5, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Timberlake Sales, Inc. 2700 West Lawrence P.O. Box 7510 Springfield, Illinois 62791

Mr. Vernon A. Williams  
November 29, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document is:

15 covered hopper cars within the series AEX 008502 - AEX 008716 as more particularly set forth in the equipment schedule attached to the document.

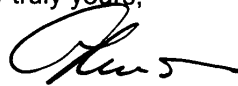
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF LEASE

NOV 29 '04

12-46 PM

## WITNESSETH

## SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 5th day of March, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Timberlake Sales, Inc., an Illinois corporation, having its principal place of business at 2700 West Lawrence, P.O. Box 7510, Springfield, Illinois 62791 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated March 5, 2004, (the "Master Lease"), and Deal #R00311 dated as of March 5, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee fifteen (15) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting August 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:  
TIMBERLAKE SALES, INC.

By: *Peter Crawford*

Title: *Merchandise*

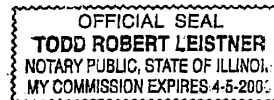
STATE OF *ILLINOIS*

COUNTY OF *Sangamon* SS:

The foregoing instrument was acknowledged before me this *20<sup>th</sup>* day of *April*, 2004, by  
*Peter Crawford*, the *Trader* of *Timberlake, an Illinois* corporation, on behalf  
of the corporation. *SALB*

*Todd Robert Leistner*  
Notary Public

(Remainder of page Intentionally Blank)



LESSOR:

THE ANDERSONS, INC.

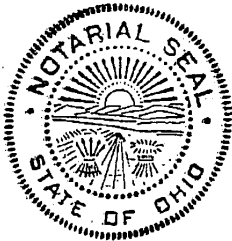
By: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of June, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble  
Notary Public

(Remainder of page Intentionally Blank)

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
Commission Expires 8-20-05

EXHIBIT "A"	
TIMBERLAKE SALES, INC.	
15 COVERED HOPPERS	
DEAL #R00311	
1	AEX 008502
2	AEX 008509
3	AEX 008515
4	AEX 008518
5	AEX 008530
6	AEX 008534
7	AEX 008535
8	AEX 008543
9	AEX 008547
10	AEX 008556
11	AEX 008558
12	AEX 008562
13	AEX 008599
14	AEX 008616
15	AEX 008716

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/29/04



\_\_\_\_\_  
Robert W. Alvord